

# State of Indiana

## Office of the Secretary of State

### Certified Copies

To Whom These Presents Come, Greeting:

I, HOLLI SULLIVAN, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that this is a true and complete copy of this **12** page document consisting of the following records filed in this office:

Certification Date: June 24, 2021  
 Business Name: DEFENDERS, LLC  
 Business ID: 1998031492

Transaction	Date Filed	No. of pages
Articles of Incorporation	03/18/1998	2
Articles of Conversion	01/06/2020	7
Articles of Merger	03/31/2021	3
<b>Total No. of pages</b>		<b>12</b>



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 24, 2021

HOLLI SULLIVAN  
 SECRETARY OF STATE

1998031492 / 13838369

**All certificates should be validated here: <https://bsd.sos.in.gov/ValidateCertificate>  
Expires on July 24, 2021.**

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

DEFENDER SECURITY COMPANY

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Business Corporation Law, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin March 18, 1998.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Eighteenth day of March, 1998.

  
Deputy

**ARTICLES OF INCORPORATION**

State Form 4159 (R10 / 8-95)

Approved by State Board of Accounts 1995

SUE ANNE GILROY  
 SECRETARY OF STATE  
 CORPORATIONS DIVISION  
 302 W. Washington St. Rm. E018  
 Indianapolis, IN 46204  
 Telephone: (317) 232-6576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.  
 Present original and two (2) copies to address in upper right corner of the form.  
 Please TYPE or PRINT.  
 Upon completion of filing, the Secretary of State will issue a receipt.

Indiana Code 23-1-21-2

FILING FEE: \$90.00

**ARTICLES OF INCORPORATION**

SUE ANNE GILROY

The undersigned, desiring to form a corporation (hereinafter referred to as "Corporation") pursuant to the provisions of:

☒ Indiana Business Corporation Law
☐ Indiana Professional Corporation Act 1983, Indiana Code 23-1.5-1-1, et seq. (Professional corporations must include Certificate of Registration.)

As amended, executes the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

Name of Corporation (the name must include the word "Corporation", "Incorporated", "Limited", "Company" or an abbreviation thereof.)

**Defender Security Company**

Principal Office: The address of the principal office of the Corporation is:

Post office address

**10780 Central Avenue**

City

**Indianapolis**

State

**IN**

ZIP code

**46280****ARTICLE II - REGISTERED OFFICE AND AGENT**

Registered Agent: The name and street address of the Corporation's Registered Agent and Registered Office for service of process are:

Name of Registered Agent

**David P. Lindsey**

Address of Registered Office (street or building)

**10780 Central Avenue**

City

**Indianapolis**

Indiana

ZIP code

**46280****ARTICLE III - AUTHORIZED SHARES**Number of shares the Corporation is authorized to issue: **100,000**

If there is more than one class of shares, shares with rights and preferences, list such information as "Exhibit A."

**ARTICLE IV - INCORPORATORS**

(the name(s) and address(es) of the incorporators of the corporation)

NAME	NUMBER AND STREET OR BUILDING	CITY	STATE	ZIP CODE
David P. Lindsey	10780 Central Ave.	Indianapolis	IN	46280
Jessica A. Lindsey	10780 Central Ave.	Indianapolis	IN	46280

In Witness Whereof, the undersigned being all the incorporators of said Corporation execute these Articles of Incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

this **19<sup>th</sup>** day of **March**, 19 **98**.

Signature

**David P. Lindsey**

Printed name

**David P. Lindsey**

Signature

**Jessica A. Lindsey**

Printed name

**Jessica A. Lindsey**

Signature

This instrument was prepared by: (name)

**David P. Lindsey**

Address (number, street, city and state)

**10780 Central Ave., Indianapolis, IN**

ZIP code

**46280**

State of Indiana  
Office of the Secretary of State

Certificate of Conversion  
of  
**DEFENDERS, INC.**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Conversion of the above Domestic For-Profit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

The name following said transaction will be:

**DEFENDERS, LLC**

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, January 03, 2020.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, January 06, 2020

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

1998031492 / 8482867

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>



# ARTICLES OF CONVERSION DOMESTIC ENTITIES

State Form 56356 (R4 / 6-19)

Indiana Code 23-0.5-8-49  
23-0.6-4-5

FILING FEE: \$30.00

The undersigned, desiring to convert and entity's type of entity pursuant to the provisions of Indiana Code 23-0.6-4, executes the following Articles of Conversion.

## ARTICLE I – NAME AND JURISDICTION OF ENTITY

### SECTION 1: Name of the entity (The name must meet the requirements of Indiana Code 23-0.5-3-1.)

a. The name of the entity immediately before filing these Articles of Conversion

Defenders, Inc.

b. The name of the entity immediately after filing these Articles of Conversion

Defenders, LLC

### SECTION 2: Entity type (Example: corporation, limited liability company, etc.)

a. The entity type of the entity immediately before filing these Articles of Conversion

Corporation

b. The entity type of the entity immediately after filing these Articles of Conversion

Limited Liability Company

### SECTION 3: Jurisdiction

a. The jurisdiction of formation of the entity immediately before filing these Articles of Conversion

Indiana

b. The jurisdiction of formation of the entity immediately after filing these Articles of Conversion

Indiana

## ARTICLE II – EFFECTIVE DATE

Effective date of the Articles of Conversion (month, day, year) (The effective date may not be more than ninety (90) days after the date the Articles of Conversion were filed.)

January 3, 2020

## ARTICLE III – PUBLIC ORGANIC RECORD

Please complete either a. or b. below.

a. If, after the conversion becomes effective, the entity will become a domestic entity, please attach the entity's public organic record (defined in IC 23-0.5-1.5-33) as required by Indiana Code 23-0.6-4-5(b)(5) and designate it "Exhibit A." The public organic record should be the initial filing form (For example: Articles of Incorporation) for the domestic entity that will exist after these Articles of Conversion are filed.

b. If, after the conversion becomes effective, the entity will become a foreign entity, please provide an address and e-mail address to which the Secretary of State may send any process served on the Secretary of State under Indiana Code 23-0.5-4-8(e).

Number and street	City	State	ZIP code
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E-mail address

## ARTICLE IV – REGISTERED AGENT INFORMATION

To determine if your Registered Agent is a Commercial Registered Agent (CRA), go to [INBIZ.in.gov](http://INBIZ.in.gov).

Provide either commercial registered agent or noncommercial registered agent information below.

☐ Commercial registered agent

Name of registered agent (Do not provide address.)

OR

☒ Noncommercial registered agent

Name of registered agent

Mark J. Colucci

Address (number and street) (A P.O. Box is not acceptable unless accompanied by a Rural Route number.)

3750 PRIORITY WAY SOUTH DRIVE

City

INDIANAPOLIS

State

IN

ZIP code

46240

(OPTIONAL) E-mail address of the registered agent at which the registered agent will accept electronic service of process

mjc@homedefenders.com

☒ By checking the box, the Signator(s) represent(s) that the Registered Agent named in these Articles of Conversion has consented to the appointment of Registered Agent.

IN SEC OF STATE RCVD  
JAN 3 '20 AM 11:50

## ARTICLE V – APPROVAL

This conversion was approved in accordance Indiana Code 23-0.6.

In Witness Whereof, the undersigned duly authorized representative of the entity executes these Articles of Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true, this 3rd day of January, 20 20.

Signature

Printed name

David P. Lindsey

Title

Chief Executive Officer

**EXHIBIT A**  
**ARTICLES OF ORGANIZATION  
OF  
DEFENDERS, LLC**

**Article I**  
**Name**

The name of the limited liability company shall be Defenders, LLC (the “Company”). The principal office address of the Company is 3750 Priority Way South Drive, Indianapolis, Indiana 46240.

**Article II**  
**Duration**

The period of the Company’s duration shall be perpetual unless sooner dissolved in accordance with the Indiana Business Flexibility Act (the “Act”).

**Article III**  
**Purpose**

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Indiana, including all powers and purposes now and hereafter permitted by law to a limited liability company.

**Article IV**  
**Registered Office and Registered Agent**

The address of the registered office of the Company in Indiana is 3750 Priority Way South Drive, Indianapolis, Indiana 46240. The name of the registered agent of the Company at the above registered office is Mark Colucci. The email address for service of process is mjc@homedefenders.com. The registered agent named in these Articles of Organization has consented to the appointment as registered agent.

**Article V**  
**Management**

The Company is to be managed by its members.

**ARTICLE VI**  
**Amendment of Articles**



The Articles of Organization may be amended or restated by a vote of a majority-in-interest of the members.

**ARTICLE VII**  
**Indemnification of Members, Organizers and Managers**

(A) To the greatest extent not inconsistent with the laws and public policies of Indiana, including the Act, the Company shall indemnify any Member, Organizer or Manager (any such Member, Organizer or Manager, who is a person, and any responsible officers, partners, shareholders, directors, or managers of such Member, Organizer or Manager which is an Entity, hereinafter being referred to as the indemnified "individual") made a party to any proceeding because such individual is or was a Member, Organizer, or Manager as a matter of right, against all liability incurred by such individual in connection with any proceeding; provided that it shall be determined in the specific case in accordance with paragraph (D) of this Article that indemnification of such individual is permissible in the circumstances because the individual has met the standard of conduct for indemnification set forth in paragraph (C) of this Article. The Company shall pay for or reimburse the reasonable expenses incurred by a Member, Organizer or Manager in connection with any such proceeding in advance of final disposition thereof if: (i) the individual furnishes the Company a written affirmation of the individual's good faith belief that he or she has met the standard of conduct for indemnification described in paragraph (C) of this Article; (ii) the individual furnishes the Company a written undertaking, executed personally or on such individual's behalf, to repay the advance if it is ultimately determined that such individual did not meet such standard of conduct; and (iii) a determination is made in accordance with paragraph (D) that based upon facts then known to those making the determination, indemnification would not be precluded under this Article. The undertaking described in sub-paragraph (A)(ii) above must be a general obligation of the individual, subject to such reasonable limitations as the Company may permit, but need not be secured and may be accepted without reference to financial ability to make repayment. The Company shall indemnify a Member, Organizer or Manager who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, as a matter of right, against reasonable expenses incurred by the individual in connection with the proceeding without the requirement of a determination as set forth in paragraph (C) of this Article. Upon demand by a Member, Organizer or Manager for indemnification or advancement of expenses, as the case may be, the Company shall expeditiously determine whether the Member, Organizer or Manager is entitled thereto in accordance with this Article. The indemnification and advancement of expenses provided for under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

(B) The Company shall have the power, but not the obligation, to indemnify any individual who is or was an employee or agent of the Company to the same extent as if such individual was a Member, Organizer or Manager.

(C) Indemnification of an individual is permissible under this Article only if: (i) such individual conducted himself or herself in good faith; (ii) such individual reasonably believed that

his or her conduct was in or at least not opposed to the Company's best interest; and (iii) in the case of any criminal proceeding, such individual had no reasonable cause to believe his or her conduct was unlawful. Indemnification is not permissible against liability to the extent such liability is the result of negligence, willful misconduct, recklessness, or any improperly obtained financial or other benefit to which the individual was not legally entitled. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the individual did not meet the standard of conduct described in this paragraph (C).

(D) A determination as to whether indemnification or advancement of expenses is permissible shall be made by any one of the following procedures:

- (i) By the Members by a majority vote consisting of Members not at the time parties to the proceeding; or
- (ii) By special legal counsel selected by the Members in the manner prescribed in subparagraph (D)(i) above.

(E) A Member, Organizer or Manager of the Company who is a party to a proceeding may apply for indemnification from the Company to the court, if any, conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving notice the court considers necessary, may order indemnification if it determines:

- (i) In a proceeding in which the Member, Organizer or Manager is wholly successful, on the merits or otherwise, the Member, Organizer or Manager is entitled to indemnification under this Article, in which case the court shall order the Company to pay the individual his or her reasonable expenses incurred to obtain such court ordered indemnification; or
- (ii) The individual is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the individual met the standard of conduct set forth in paragraph (C) of this Article.

(F) Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed his or her conduct to be in the interests of the participants in and beneficiaries of the plan.

(G) Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a Member, Organizer or Manager of the Company or is or was serving at the Company's request as a director, officer, partner, manager, trustee, employee, or agent of another foreign or domestic company, partnership, association, limited liability company, corporation, joint venture, trust, employee benefit plan, or other enterprise, whether for-profit or not. Nothing contained in this Article shall limit the ability of the Company to

otherwise indemnify or advance expenses to any individual. It is the intent of this Article to provide indemnification to Members, Organizers and Managers to the fullest extent now or hereafter permitted by the law consistent with the terms and conditions of this Article. Indemnification shall be provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which a claim is made including without limitation negligence, breach of duty, mismanagement, waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities law, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal law.

(H) For purposes of this Article:

(i) The term “expenses” includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(ii) The term “liability” means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(iii) The term “party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(iv) The term “proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

(I) The Company may purchase and maintain insurance for its benefit, the benefit of any individual who is entitled to indemnification under this Article, or both, against any liability asserted against or incurred by such individual in any capacity or arising out of such individual’s service with the Company, whether or not the Company would have the power to indemnify such individual against such liability.

**State of Indiana  
Office of the Secretary of State**

**CERTIFICATE OF MERGER  
of  
ADT LLC**

I, HOLLI SULLIVAN, Secretary of State, hereby certify that an Articles of Merger of the above Foreign Limited Liability Company have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

The following non-surviving entity(s):

**DEFENDERS, LLC**

a(n) Domestic Limited Liability Company

merged with and into the surviving entity(s):

**ADT LLC**

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, March 31, 2021.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 31, 2021

HOLLI SULLIVAN  
SECRETARY OF STATE

2012020800159 /8957632

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

Approved and Filed  
2012020800159/8957632  
Filing Date: 03/31/2021  
Effective :03/31/2021 11:15 PM  
HOLLI SULLIVAN  
Indiana Secretary of State

**ARTICLES OF MERGER**

State Form 56363 (R5 / 6-19)

Indiana Code 23-0.5-9-45  
23-0.6-2-5

FILING FEE:  
For-Profit Entities: \$90.00

The undersigned, desiring to engage in a merger pursuant to the provisions of Indiana Code 23-0.6-2, executes the following Articles of Merger.

**ARTICLE I – NON-SURVIVING ENTITIES**

Please provide the name, entity type, and jurisdiction of formation for each merging entity that is not the surviving entity.

Name	Entity Type	Jurisdiction of Formation
Defenders, LLC	Limited Liability Company	Indiana

**ARTICLE II – SURVIVING ENTITY**

**SECTION 1:** Name of the entity (The name must meet the requirements of Indiana Code 23-0.5-3-1.)

The name of the merging entity that is the surviving entity

ADT LLC

**SECTION 2:** Entity type (Example: corporation, limited liability company, etc.)

The entity type of the surviving entity

Limited Liability Company

**SECTION 3:** Jurisdiction

The jurisdiction of formation of the surviving entity

Delaware

**ARTICLE III – REGISTERED AGENT INFORMATION**

To determine if your Registered Agent is a Commercial Registered Agent (CRA), go to [INBIZ.in.gov](http://INBIZ.in.gov).

Provide either commercial registered agent or noncommercial registered agent information below.

<input checked="" type="checkbox"/> Commercial registered agent	Name of registered agent (Do not provide address.) C T Corporation System		
<b>OR</b>			
<input type="checkbox"/> Noncommercial registered agent	Name of registered agent		
Address (number and street) (A P.O. Box is not acceptable unless accompanied by a Rural Route number.)		City	State <b>IN</b>
ZIP code			
(OPTIONAL) E-mail address of the registered agent at which the registered agent will accept electronic service of process			
<input checked="" type="checkbox"/> By checking the box, the Signator(s) represent(s) that the Registered Agent named in these Articles of Merger has consented to the appointment of Registered Agent.			

**ARTICLE IV – EFFECTIVE DATE**

Effective date of the Articles of Merger (month, day, year) (The effective date may not be more than ninety (90) days after the date the Articles of Merger were filed.)

March 31, 2021 at 11:51 PM

**ARTICLE V – ADDITIONAL INFORMATION**

Please complete either a. or b. below.


- a. If the surviving entity is a domestic entity, please attach any amendments to the entity's public organic record approved as part of the plan of merger as required by Indiana Code 23-0.6-2-5(b)(5) and designate it "Exhibit A."
- b. If the surviving entity is a foreign entity that is not a registered foreign entity, please provide an address to which the Secretary of State may send any process served on the Secretary of State under Indiana Code 23-0.5-2-6(e).

Number and street	City	State	ZIP code
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**ARTICLE VI – APPROVAL**

This merger was approved in accordance with Indiana Code 23-0.6.

In Witness Whereof, the undersigned duly authorized representative(s) of the merging entity(ies) executes these Articles of Merger and verifies, subject to penalties of perjury, that the statements contained herein are true, this 29th day of March, 2021.

Signature 	Printed name Richard Mattessich	Title Vice President, Assistant Secretary
Signature	Printed name	Title
Signature	Printed name	Title
Signature	Printed name	Title